

**United States Bankruptcy Court**  
**Southern District of New York**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Northern New England Telephone Operations LLC</b>		Name of Joint Debtor (Spouse) (Last, First, Middle): <b>N/A</b>	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>FairPoint Communications / FairPoint</b>		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): <b>N/A</b>	
Last four digits of Social-Security No./Complete EIN or other Tax-I.D. No. (if more than one, state all): <b>EIN # 20-8210335</b>		Last four digits of Social-Security No./Complete EIN or other Tax-I.D. No. (if more than one, state all): <b>N/A</b>	
Street Address of Debtor (No. and Street, City, and State): <b>c/o FairPoint Communications, Inc., 521 East Morehead Street, Suite 500, Charlotte, NC</b>		Street Address of Joint Debtor (No. and Street, City, and State): <b>N/A</b>	
		ZIP CODE <b>28202</b>	ZIP CODE
County of Residence or of the Principal Place of Business: <b>Mecklenburg</b>		County of Residence or of the Principal Place of Business: <b>N/A</b>	
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address): <b>N/A</b>	
<b>N/A</b>	ZIP CODE	ZIP CODE	
Location of Principal Assets of Business Debtor (if different from street address above): <b>N/A</b>			
ZIP CODE			

<b>Type of Debtor</b> (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) <hr/>	<b>Nature of Business</b> (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <b>Communications</b>  <b>Tax-Exempt Entity</b> (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <b>Nature of Debts</b> (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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<b>Filing Fee</b> (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Chapter 11 Debtors</b> <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. <hr/> <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(B).	
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<b>Statistical/Administrative Information</b>												THIS SPACE IS FOR COURT USE ONLY
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.												
<b>Estimated Number of Creditors (Consolidated with affiliates)</b>												
<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input checked="" type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> Over 100,000			
<b>Estimated Assets (Consolidated with affiliates)</b>												
<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,000 to \$100 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input checked="" type="checkbox"/> More than \$1 billion			
<b>Estimated Liabilities (Consolidated with affiliates)</b>												
<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,000 to \$100 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input checked="" type="checkbox"/> More than \$1 billion			

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Northern New England Telephone Operations LLC</b>	
<b>All Prior Bankruptcy Case Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed: <b>N/A</b>	Case Number: <b>N/A</b>	Date Filed: <b>N/A</b>	
Location Where Filed: <b>N/A</b>	Case Number: <b>N/A</b>	Date Filed: <b>N/A</b>	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor:  <b>See Attached Schedule 1</b>	Case Number: <b>Pending</b>	<b>Date Filed: 10/26/09</b>	
District: <b>Southern District of New York</b>	Relationship: <b>Affiliates</b>	Judge: <b>Pending</b>	
<b>Exhibit A</b>		<b>Exhibit B</b> <small>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</small>	
(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by § 342(b).	
<b>NOT APPLICABLE</b>		X Signature of Attorney for Debtor(s)      Date	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No. (See Exhibit C attached hereto)			
<b>Exhibit D</b>			
<b>NOT APPLICABLE</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> <small>(Check any applicable box.)</small>			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b>			
<b>NOT APPLICABLE</b>			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
(Name of landlord that obtained judgment)			
(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).			

<p><b>Voluntary Petition</b></p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s):</p> <p><b>Northern New England Telephone Operations LLC</b></p>
<p><b>Signatures</b></p>	
<p><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>Telephone Number (if not represented by attorney)</p> <p>Date _____</p>	<p><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only <b>one</b> box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p><b>Signature of Attorney*</b></p> <p>X <u>/s/ Luc A. Despins</u> Signature of Attorney for Debtor(s)</p> <p><u>Luc A. Despins</u> Printed Name of Attorney for Debtor(s)</p> <p><u>Paul Hastings, Janofsky &amp; Walker LLP</u> Firm Name</p> <p><u>75 East 55th Street</u> Address</p> <p><u>New York, New York 10022-3205</u></p> <p><u>(212) 318-6000</u> Telephone Number</p> <p><u>October 26, 2009</u> Date</p> <p>* In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an injury that the information in the schedules is incorrect.</p>	<p><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ _____ Date</p> <p>_____ Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>
<p><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Alfred C. Giannarino</u> Signature of Authorized Individual</p> <p><u>Alfred C. Giannarino</u> Printed Name of Authorized Individual</p> <p><u>Chief Financial Officer</u> Title of Authorized Individual</p> <p><u>October 26, 2009</u> Date</p>	

**Schedule 1 to Chapter 11 Petition for Northern New England Telephone Operations LLC**

<b>PENDING BANKRUPTCY CASE FILED BY ANY SPOUSE, PARTNER OR AFFILIATE OF THIS DEBTOR</b>		
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<b>Name of Debtor:</b> C & E Communications, Ltd.	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> FairPoint Communications, Inc.	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> BE Mobile Communications, Incorporated	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Bentleyville Communications Corporation	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Berkshire Cable Corp.	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Berkshire Cellular, Inc.	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Berkshire Net, Inc.	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Berkshire New York Access, Inc.	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Berkshire Telephone Corporation.	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Big Sandy Telecom, Inc.	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Bluestem Telephone Company	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Chautauqua & Erie Communications, Inc.	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Chautauqua and Erie Telephone Corporation	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> China Telephone Company	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Chouteau Telephone Company	<b>Case No.</b> 09-_____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Columbine Telecom Company	<b>Case No.</b> 09-_____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Comerco, Inc.	<b>Case No.</b> 09-_____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Commtel Communications, Inc.	<b>Case No.</b> 09-_____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Community Service Telephone Co.	<b>Case No.</b> 09-_____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> C-R Communications, Inc.	<b>Case No.</b> 09-_____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> C-R Long Distance, Inc.	<b>Case No.</b> 09-_____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> C-R Telephone Company	<b>Case No.</b> 09-_____ ( )	<b>Date Filed:</b>
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<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending
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<b>Name of Debtor:</b> El Paso Long Distance Company	<b>Case No.</b> 09-_____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Ellensburg Telephone Company	<b>Case No.</b> 09-_____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Elltel Long Distance Corp.	<b>Case No.</b> 09-_____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Enhanced Communications of Northern New England Inc.	<b>Case No.</b> 09-_____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> ExOp of Missouri, Inc.	<b>Case No.</b> 09-_____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> FairPoint Broadband, Inc.	<b>Case No.</b> 09-_____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> FairPoint Carrier Services, Inc.	<b>Case No.</b> 09-_____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> FairPoint Communications Missouri, Inc.	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> FairPoint Communications Solutions Corp. – New York	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> FairPoint Communications Solutions Corp. – Virginia	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> FairPoint Logistics, Inc.	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> FairPoint Vermont, Inc.	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Fremont Broadband, LLC	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Fremont Telcom Co.	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Fretel Communications, LLC	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
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<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending
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<b>Name of Debtor:</b> Germantown Long Distance Company	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> GIT-CELL, Inc.	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> GITCO Sales, Inc.	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> GTC Communications, Inc.	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> GTC Finance Corporation	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> GTC, Inc.	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Maine Telephone Company	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Marianna and Scenery Hill Telephone Company	<b>Case No.</b> 09-_____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Marianna Tel, Inc.	<b>Case No.</b> 09-_____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> MJD Services Corp.	<b>Case No.</b> 09-_____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> MJD Ventures, Inc.	<b>Case No.</b> 09-_____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Northland Telephone Company of Maine, Inc.	<b>Case No.</b> 09-_____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Odin Telephone Exchange, Inc.	<b>Case No.</b> 09-_____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Orwell Communications, Inc.	<b>Case No.</b> 09-_____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Peoples Mutual Long Distance Company	<b>Case No.</b> 09-_____ ( )	<b>Date Filed:</b>
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<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending
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<b>Name of Debtor:</b> Peoples Mutual Services Company	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Peoples Mutual Telephone Company	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Quality One Technologies, Inc.	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Ravenswood Communications, Inc.	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Sidney Telephone Company	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> S T Computer Resources, Inc.	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> S T Enterprises, Ltd.	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> ST Long Distance, Inc.	<b>Case No.</b> 09-_____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> St. Joe Communications, Inc.	<b>Case No.</b> 09-_____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Standish Telephone Company	<b>Case No.</b> 09-_____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Sunflower Telephone Company, Inc.	<b>Case No.</b> 09-_____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Taconic Technology Corp.	<b>Case No.</b> 09-_____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Taconic TelCom Corp.	<b>Case No.</b> 09-_____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Taconic Telephone Corp.	<b>Case No.</b> 09-_____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Telephone Operating Company of Vermont LLC	<b>Case No.</b> 09-_____ ( )	<b>Date Filed:</b>
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<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending
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<b>Name of Debtor:</b> Telephone Service Company	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> The Columbus Grove Telephone Company	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> The El Paso Telephone Company	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> The Germantown Independent Telephone Company	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> The Orwell Telephone Company	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> UI Communications, Inc.	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> UI Long Distance, Inc.	<b>Case No.</b> <b>09-_____ ( )</b>	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> UI Telecom, Inc.	<b>Case No.</b> <b>09-</b> _____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Unite Communications Systems, Inc.	<b>Case No.</b> <b>09-</b> _____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Utilities, Inc.	<b>Case No.</b> <b>09-</b> _____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> Yates City Telephone Company	<b>Case No.</b> <b>09-</b> _____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

<b>Name of Debtor:</b> YCOM Networks, Inc.	<b>Case No.</b> <b>09-</b> _____ ( )	<b>Date Filed:</b>
<b>District:</b> Southern District of New York	<b>Relationship:</b> Affiliate	<b>Judge:</b> Pending

On the date hereof, each of the affiliated entities listed above (including the debtor in this chapter 11 case) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court For the Southern District of New York (the “Court”). A motion has been filed or shortly will be filed with the Court requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
**In re:** :  
:  
**NORTHERN NEW ENGLAND** :  
**TELEPHONE OPERATIONS LLC,** :  
    **Debtor.** :      **Chapter 11**  
:  
:  
:      **Case No. 09-\_\_\_\_\_ (\_\_\_\_)**  
-----X

**EXHIBIT 'C' TO VOLUNTARY PETITION**

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor does not believe it owns or possesses any real or personal property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety. To the extent the Debtor has an interest in such property, to the best of the Debtor's knowledge, the Debtor is in compliance with all applicable laws, including, without limitation, all environmental laws and regulations.

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor is not aware of any real or alleged dangerous conditions existing on or related to any real or personal property owned or possessed by the Debtor.

## **CERTIFICATE OF RESOLUTIONS**

I, Alfred C. Giamarino, a duly authorized officer of the corporations listed on Exhibit A (the “Corporations”), hereby certify that, the following resolutions were adopted by unanimous written consent by the board of managers or the board of directors of the Corporations, as applicable, (the “Board”) on October 25, 2009 and that these resolutions have not been modified or rescinded and are still in full force and effect on the date hereof:

RESOLVED, that, in the judgment of the Board, it is desirable and in the best interests of the Corporations, its creditors, employees, and other interested parties that a petition be filed by the Corporations, seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

RESOLVED, that any of the Corporations’ chief executive officer, president, chief financial officer or general counsel (each being an “Authorized Person” and all being the “Authorized Persons”) are hereby authorized, empowered and directed, in the name and on behalf of the Corporations, to execute, deliver and verify any and all petitions and amendments thereto under chapter 11 of the Bankruptcy Code (the “Chapter 11 Cases”) and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York at such time or in such other jurisdiction as such Authorized Person executing the same shall determine.

RESOLVED, that the law firm of Paul, Hastings, Janofsky & Walker LLP is hereby engaged as attorneys for the Corporations under a general retainer in the Chapter 11 Cases, subject to any requisite bankruptcy court approval.

RESOLVED, that the firm of Rothschild Inc. is hereby engaged as financial advisors for the Corporations in the Chapter 11 Cases, subject to any requisite bankruptcy court approval.

RESOLVED, that the firm of AlixPartners LLP is hereby engaged as restructuring advisors for the Corporations in the Chapter 11 Cases, subject to any requisite bankruptcy court approval.

RESOLVED, that each Authorized Person, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the

Corporations, to execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers, and to take and perform any and all further acts and deeds which he or she deems necessary, proper or desirable in connection with the Chapter 11 Cases, with a view to the successful prosecution of such case or to effect the purposes and intent of the foregoing resolutions.

RESOLVED, that in connection with the commencement of the Chapter 11 Cases, each Authorized Person, and such other officers of the Corporations as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Corporations, to negotiate, execute, deliver and perform or cause the performance of a debtor-in-possession loan facility, including, in connection therewith, such guarantees, notes, security agreements and other agreements, certificates, or instruments as such officer or officers executing the same considers appropriate, and to consummate the transactions contemplated by such agreements or instruments on behalf of the Corporations and any affiliates thereof.

RESOLVED, that each Authorized Person is authorized, empowered and directed, in the name and on behalf of the Corporations, to engage and retain all assistance by legal counsel, accountants, financial advisors, and other professionals in connection with the Chapter 11 Cases, with a view to the successful prosecution of such case or to effect the purposes and intent of the foregoing resolutions.

RESOLVED, that each Authorized Person, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Corporations, to cause the Corporations to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action, as in the judgment of such persons shall be or become necessary, proper and desirable to effectuate a successful reorganization of the business of the Corporations or to effect the purposes and intent of the foregoing resolutions.

RESOLVED, that each Authorized Person be, and each hereby is, authorized and empowered on behalf of and in the name of the Corporations, to execute such consents of the Corporations (including, without limitation, a consent by MJD Ventures, Inc. and Fremont Telcom Co., as the sole member and manager of Fretel Communications, LLC and Fremont Broadband, LLC, respectively, with respect to any and all petitions by such companies under the Bankruptcy Code), as such Authorized Person considers necessary, proper or desirable to effectuate these resolutions, such determination to be evidenced by such execution or taking of such action.

RESOLVED, that each Authorized Person is authorized, empowered and directed, in the name and on behalf of the Corporations, as the case may be, and

any such actions heretofore taken by any of them are hereby ratified, confirmed and approved in all respects, to: (i) negotiate, execute, deliver and/or file any and all of the agreements, documents and instruments referenced herein, and such other agreements, documents and instruments and assignments thereof as may be required or as such officers deem appropriate or advisable, or to cause the negotiation, execution and delivery thereof, in the name and on behalf of the Corporations, as the case may be, in such form and substance as such officers may approve, together with such changes and amendments to any of the terms and conditions thereof as such officers may approve, with the execution and delivery thereof on behalf of the Corporations by or at the direction of such officers to constitute evidence of such approval, (ii) negotiate, execute, deliver and/or file, in the name and on behalf of the Corporations, any and all agreements, documents, certificates, consents, filings and applications relating to the resolutions adopted and matters ratified or approved herein and the transactions contemplated thereby, and amendments and supplements to any of the foregoing, and to take such other actions as may be required or as such officers deem appropriate or advisable in connection therewith, and (iii) doing such other things as may be required, or as may in their judgment be appropriate or advisable, in order to effectuate fully the resolutions adopted and matters ratified or approved herein and the consummation of the transactions contemplated thereby.

RESOLVED, that any Authorized Persons, any one of whom may act without joinder of any others, be, and hereby, are authorized, empowered and directed for and behalf of the Company and its subsidiaries to execute a plan support agreement (the "Plan Support Agreement") in the form annexed hereto as Exhibit B.

RESOLVED, that any and all past actions heretofore taken by the Board or any Authorized Person in the name and on behalf of the Corporations in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved.

IN WITNESS WHEREOF, I have set my hand this 26th of October, 2009.

/s/ Alfred C. Giamarino  
By: Alfred C. Giamarino  
Title: Chief Financial Officer

## EXHIBIT A

BE MOBILE COMMUNICATIONS, INCORPORATED  
BENTLEYVILLE COMMUNICATIONS CORPORATION  
BERKSHIRE CABLE CORP.  
BERKSHIRE CELLULAR, INC.  
BERKSHIRE NET, INC.  
BERKSHIRE NEW YORK ACCESS, INC.  
BERKSHIRE TELEPHONE CORPORATION  
BIG SANDY TELECOM, INC.  
BLUESTEM TELEPHONE COMPANY  
CHAUTAUQUA & ERIE COMMUNICATIONS, INC.  
CHAUTAUQUA AND ERIE TELEPHONE CORPORATION  
CHINA TELEPHONE COMPANY  
CHOUTEAU TELEPHONE COMPANY  
COLUMBINE TELECOM COMPANY  
COMERCO, INC.  
COMMTEL COMMUNICATIONS INC.  
COMMUNITY SERVICE TELEPHONE CO.  
C-R COMMUNICATIONS, INC.  
C-R LONG DISTANCE, INC.  
C-R TELEPHONE COMPANY  
EL PASO LONG DISTANCE COMPANY  
ELLENSBURG TELEPHONE COMPANY  
ELLTEL LONG DISTANCE CORP.  
ENHANCED COMMUNICATIONS OF NORTHERN NEW ENGLAND INC.  
EXOP OF MISSOURI, INC.  
FAIRPOINT BROADBAND, INC.  
FAIRPOINT CARRIER SERVICES, INC.  
FAIRPOINT COMMUNICATIONS MISSOURI, INC.  
FAIRPOINT COMMUNICATIONS SOLUTIONS CORP. – NEW YORK  
FAIRPOINT COMMUNICATIONS SOLUTIONS CORP. – VIRGINIA  
FAIRPOINT LOGISTICS, INC.  
FAIRPOINT VERMONT, INC.  
FREMONT TELCOM CO.  
GERMANTOWN LONG DISTANCE COMPANY  
GIT-CELL, INC.  
GITCO SALES, INC.  
GTC COMMUNICATIONS, INC.  
GTC FINANCE CORPORATION  
GTC, INC.  
MAINE TELEPHONE COMPANY  
MARIANNA AND SCENERY HILL TELEPHONE COMPANY  
MARIANNA TEL, INC.  
MJD SERVICES CORP.  
MJD VENTURES, INC.  
NORTHERN NEW ENGLAND TELEPHONE OPERATIONS LLC  
NORTHLAND TELEPHONE COMPANY OF MAINE, INC.  
ODIN TELEPHONE EXCHANGE, INC.  
ORWELL COMMUNICATIONS, INC.

PEOPLES MUTUAL LONG DISTANCE COMPANY  
PEOPLES MUTUAL SERVICES COMPANY  
PEOPLES MUTUAL TELEPHONE COMPANY  
QUALITY ONE TECHNOLOGIES, INC.  
RAVENSWOOD COMMUNICATIONS, INC.  
SIDNEY TELEPHONE COMPANY  
ST COMPUTER RESOURCES, INC.  
ST ENTERPRISES, LTD.  
ST LONG DISTANCE, INC.  
ST. JOE COMMUNICATIONS, INC.  
STANDISH TELEPHONE COMPANY  
SUNFLOWER TELEPHONE COMPANY, INC.  
TACONIC TECHNOLOGY CORP.  
TACONIC TELCOM CORP.  
TACONIC TELEPHONE CORP.  
TELEPHONE OPERATING COMPANY OF VERMONT LLC  
TELEPHONE SERVICE COMPANY  
THE COLUMBUS GROVE TELEPHONE COMPANY  
THE EL PASO TELEPHONE COMPANY  
THE GERMANTOWN INDEPENDENT TELEPHONE COMPANY  
THE ORWELL TELEPHONE COMPANY  
UI COMMUNICATIONS, INC.  
UI LONG DISTANCE, INC.  
UI TELECOM, INC.  
UNITE COMMUNICATIONS SYSTEMS, INC.  
UTILITIES, INC.  
YATES CITY TELEPHONE COMPANY  
YCOM NETWORKS, INC.

**EXHIBIT B**

**PLAN SUPPORT AGREEMENT**

The Plan Support Agreement is attached as Exhibit C to the  
Declaration of Alfred C. Giamarino Pursuant to Rule 1007-2 of the  
Local Bankruptcy Rules for the Southern District of New York  
in Support of First Day Motions dated October 26, 2009

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
**In re:** :  
 :  
**NORTHERN NEW ENGLAND** :  
**TELEPHONE OPERATIONS LLC,** :  
**Debtor.** : **Chapter 11**  
 :  
 : **Case No. 09-\_\_\_\_\_ (\_\_\_\_)**  
-----X

**CONSOLIDATED LIST OF CREDITORS  
HOLDING 50 LARGEST UNSECURED CLAIMS**

The following is a consolidated list of creditors holding the 50 largest unsecured claims against FairPoint Communications, Inc. and its affiliated debtors ("FairPoint"). This list has been prepared based upon the unaudited books and records of FairPoint. The list reflects amounts from FairPoint's books and records as of October 26, 2009. Except as set forth above, this list has been prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is less than the total amount of such creditor's claim. The information herein shall not constitute an admission of liability by, nor is it binding on, FairPoint. Moreover, nothing herein shall affect FairPoint's right to challenge the amount or characterization of any claim at a later date.

NAME OF CREDITOR	COMPLETE MAILING ADDRESS OF CREDITOR INCLUDING ZIP CODE AND PHONE NUMBER, FAX AND E-MAIL (IF KNOWN)	TYPE OF CLAIM (TRADE DEBT, BANK LOAN, GOVERNMENT CONTRACT, ETC.)	NATURE OF CLAIM (CONTINGENT, UNLIQUIDATED, DISPUTED OR SUBJECT TO SET-OFF)	AMOUNT OF CLAIM (IF SECURED VALUE OF SECURITY)	ENTITIES LIABLE ON DEBT (IF KNOWN)
1. U.S. BANK NATIONAL ASSOCIATION, AS INDENTURE TRUSTEE	ATTN: RICK ROKOSCH U.S. BANK NATIONAL ASSOCIATION 60 LIVINGSTON AVE EP-MN-WS3C ST. PAUL, MN 55107-2292	SENIOR NOTES		\$574,636,995	FAIRPOINT COMMUNICATIONS, INC.
2. CAPGEMINI	ATTN: CORPORATE OFFICER/AUTHORIZED AGENT 6400 SHAFER COURT ROSEMONT, IL 60018 P: 847-384-6100 F: 847-384-0500	TRADE DEBT		\$19,795,980.00	FAIRPOINT COMMUNICATIONS, INC.
3. NATIONAL EXCHANGE CARRIERS ASSOCIATION	ATTN: CAROL A. BRENNAN 6400 S. FIDDLERS GREEN CIRCLE #1300 GREENWOOD VILLAGE, CO 80111 P: 303-893-4402 CBRENNNA@NECA.ORG	TRADE DEBT		\$5,765,088.00	TELEPHONE OPERATING ENTITIES

NAME OF CREDITOR	COMPLETE MAILING ADDRESS OF CREDITOR INCLUDING ZIP CODE AND PHONE NUMBER, FAX AND E-MAIL (IF KNOWN)	TYPE OF CLAIM (TRADE DEBT, BANK LOAN, GOVERNMENT CONTRACT, ETC.)	NATURE OF CLAIM (CONTINGENT, UNLIQUIDATED, DISPUTED OR SUBJECT TO SET-OFF)	AMOUNT OF CLAIM (IF SECURED VALUE OF SECURITY)	ENTITIES LIABLE ON DEBT (IF KNOWN)
4. VERIZON BUSINESS NETWORK SERVICES, INC.	ATTN: CORPORATE OFFICER/AUTHORIZED AGENT P.O. BOX 981820 EL PASO, TX 79998 P: 800-555-8879 F: 309-820-7044	TRADE DEBT		\$2,035,398.86	TELEPHONE OPERATING ENTITIES
5. OCCAM NETWORKS INC	ATTN: JEFF BEER 2805 MONTCLARE CT AURORA, IL 60504 P: 805-692-2989 F: 805-692-2999 JBEER@OCCAMNETWORKS.COM	TRADE DEBT		\$1,932,956.48	FAIRPOINT COMMUNICATIONS, INC.
6. BYERS ENGINEERING CO	ATTN: CORPORATE OFFICER/AUTHORIZED AGENT 6285 BARFIELD RD ATLANTA, GA 0328-4303 P: 404-843-1000 F: 404-843-2000	TRADE DEBT		\$1,721,037.47	FAIRPOINT COMMUNICATIONS, INC.
7. POWER & TELEPHONE SUPPLY CO	ATTN: DALE STEVENSON 2673 YALE AVENUE MEMPHIS, TN 38112 P: 901-866-3097 F: 336-249-7475 DALE.STEVENSON@PTSUPPLY.COM	TRADE DEBT		\$1,403,020.00	FAIRPOINT COMMUNICATIONS, INC.
8. COMMUNICATIONS DATA GROUP, INC	ATTN: MIKE RUNYON 102 S. DUNCAN RD CHAMPAIGN, IL 61822 P: 217-355-7106 F: 217-351-6994 MIKER@CDG.WS	TRADE DEBT		\$858,420.86	FAIRPOINT COMMUNICATIONS, INC.
9. ZAMPELL BUILDING SERVICES	ATTN: JAMES ZAMPELL 3 STANLEY TUCKER DRIVE NEWBURYPORT, MA 01950 P: 978-499-5137 F: 978-499-7137 JAMES.ZAMPELL@ZAMPELL.COM	TRADE DEBT		\$798,671.30	FAIRPOINT COMMUNICATIONS, INC.
10. VOLT DELTA RESOURCES LLC	ATTN: TIM MOORE 560 LEXINGTON AVE, 14TH FLOOR NEW YORK, NY 10022 P: 212-785-8864 TIMMORE@VOLTDELTA.COM	TRADE DEBT		\$791,104.66	FAIRPOINT COMMUNICATIONS, INC.
11. TELENETWORK PARTNERS LTD	ATTN: CORPORATE OFFICER/AUTHORIZED AGENT 350 BARNES ST, SUITE 105 SAN MARCOS, TX 78666 P: 800-580-3355	TRADE DEBT		\$785,765.09	FAIRPOINT COMMUNICATIONS, INC.
12. GLACIAL ENERGY OF NEW ENGLAND	ATTN: GRAIG JOYCE 24 ROUTE 6A, SUITES 1 AND 2 SANDWICH, MA 02563 P: 781-325-2858 F: 508-437-0291 GRAIG.JOYCE@GLACIALENERGY.COM	TRADE DEBT		\$736,368.00	FAIRPOINT COMMUNICATIONS, INC.

NAME OF CREDITOR	COMPLETE MAILING ADDRESS OF CREDITOR INCLUDING ZIP CODE AND PHONE NUMBER, FAX AND E-MAIL (IF KNOWN)	TYPE OF CLAIM (TRADE DEBT, BANK LOAN, GOVERNMENT CONTRACT, ETC.)	NATURE OF CLAIM (CONTINGENT, UNLIQUIDATED, DISPUTED OR SUBJECT TO SET-OFF)	AMOUNT OF CLAIM (IF SECURED VALUE OF SECURITY)	ENTITIES LIABLE ON DEBT (IF KNOWN)
13. ALCATEL - LUCENT USA INC	ATTN: GARY MILEWSKI 600-700 MOUNTAIN AVENUE MURRAY HILL, NJ 07974 P: 978-346-9339 GMILEWSKI@ALCATEL-LUCENT.COM	TRADE DEBT		\$608,843.78	FAIRPOINT COMMUNICATIONS, INC.
14. CRC COMMUNICATIONS OF MAINE INC	ATTN: CORPORATE OFFICER/AUTHORIZED AGENT 56 CAMPUS DR NEW GLOUCESTER, ME 04260 P: 207-688-8811	TRADE DEBT		\$582,192.13	FAIRPOINT COMMUNICATIONS, INC.
15. HEWLETT-PACKARD CO	ATTN: CORPORATE OFFICER/AUTHORIZED AGENT 3000 HANOVER STREET PALO ALTO, CA 94304 P: 650-857-1501 F: 650-857-5518	TRADE DEBT		\$526,832.46	FAIRPOINT COMMUNICATIONS, INC.
16. ON TARGET UTILITY SERVICES	ATTN: MIKE FALLONA, GENERAL MANAGER – OWNER 617 WATER ST GARDINER, ME 04345 P: 207-588-4516 MFALLONA@ONTARGETSERVICES.COM	TRADE DEBT		\$522,577.68	FAIRPOINT COMMUNICATIONS, INC.
17. VERIZON WIRELESS MESSAGING SERVICES, LLC	ATTN: CORPORATE OFFICER/AUTHORIZED AGENT KIM PICCOLI 99 EAST RIVER DR 9TH FLOOR EAST HARTFORD, CT 06108 P: 800-555-8879 F: 309-820-7044	TRADE DEBT		\$498,981.07	FAIRPOINT COMMUNICATIONS, INC., VERIZON/FAIRPOINT, NORTHERN NEW ENGLAND TELEPHONE OPERATIONS LLC; TELEPHONE OPERATING COMPANY OF VERMONT LLC; ENHANCED COMMUNICATIONS OF NORTHERN NEW ENGLAND INC & TELEPHONE OPERATING ENTITIES
18. NEW HAMPSHIRE ELECTRIC COOP	ATTN: LEGAL OFFICER/BANKRUPTCY DEPARTMENT 579 TENNEY MOUNTAIN HIGHWAY PLYMOUTH, NH 03264-3154 P: 800-698-2007 F: 603-536-8687	TRADE DEBT		\$417,714.17	NORTHERN NEW ENGLAND TELEPHONE OPERATIONS LLC
19. MCFARLAND CASCADE FOR-TEK	ATTN: JOHN SMALL 1400 IRON HORSE PARK 1640 E. MARC AVE NORTH BILLERICA, MA 01862 P: 800-566-8425 F: 978-667-8978 JOHNSM@LDM.COM	TRADE DEBT		\$351,266.62	NORTHERN NEW ENGLAND TELEPHONE OPERATIONS LLC AND TELEPHONE OPERATING COMPANY OF VERMONT LLC
20. WISOR TELECOM	300 PROFESSIONAL DR GAIITHERSBURG, MD 20879 P: 301-417-9401	TRADE DEBT		\$349,625.00	FAIRPOINT COMMUNICATIONS, INC.

NAME OF CREDITOR	COMPLETE MAILING ADDRESS OF CREDITOR INCLUDING ZIP CODE AND PHONE NUMBER, FAX AND E-MAIL (IF KNOWN)	TYPE OF CLAIM (TRADE DEBT, BANK LOAN, GOVERNMENT CONTRACT, ETC.)	NATURE OF CLAIM (CONTINGENT, UNLIQUIDATED, DISPUTED OR SUBJECT TO SET-OFF)	AMOUNT OF CLAIM (IF SECURED VALUE OF SECURITY)	ENTITIES LIABLE ON DEBT (IF KNOWN)
21. MAINE PRINTING CO	ATTN: RYAN JACKSON 2275 CONGRESS ST PORTLAND, ME 04102 P: 207-774-6116 X 3322 RJACKSON@MPXONLINE.COM	TRADE DEBT		\$321,813.71	FAIRPOINT COMMUNICATIONS, INC. AND ITS PRESENT AND FUTURE SUBSIDIARIES
22. VERISIGN INC	ATTN: CORPORATE OFFICER/AUTHORIZED AGENT PO BOX 2909 OLYMPIA, WA 98507	TRADE DEBT		\$294,000.00	CHINA TELEPHONE COMPANY, MAINE TELEPHONE COMPANY, NORTHERN NEW ENGLAND TELEPHONE OPERATIONS LLC, NORTHLAND TELEPHONE COMPANY OF MAINE, INC. SIDNEY TELEPHONE COMPANY, STANDISH TELEPHONE COMPANY
23. SHIELDS ENVIRONMENTAL INC	ATTN: TONI GIBBS 4150 CHURCH ST SANFORD, FL 32771 P: 407-708-1869 TONI.GIBBS@SHIELDS-E.US	TRADE DEBT		\$291,889.00	FAIRPOINT COMMUNICATIONS, INC.
24. VITAL ECONOMY INC	ATTN: FRANK KNOT PO BOX 314 RIDERWOOD, MD 21139 P: 410-321-1484 F: 410-321-9553	TRADE DEBT		\$251,218.17	FAIRPOINT COMMUNICATIONS, INC.
25. NCO FINANCIAL SYSTEMS INC	ATTENTION: JOSHUA GINDIN, EVP 507 PRUDENTIAL ROAD HORSHAM, PA 19044 P: 800-220-2274; 215-441-3000 F: 866-269-8669; 215-441-3931	TRADE DEBT		\$225,886.55	FAIRPOINT COMMUNICATIONS, INC.
26. KANSYS INC	ATTN: CORPORATE OFFICER/AUTHORIZED AGENT 910 W FRONTIER LANE OLATHE, KS 66061 P: 913-780-5291; 800-981-6491	TRADE DEBT		\$219,999.59	FAIRPOINT COMMUNICATIONS, INC.
27. LOGICA NORTH AMERICA INC	ATTN: CORPORATE OFFICER/AUTHORIZED AGENT 10375 RICHMOND AVENUE SUITE 1000 HOUSTON, TX 77042 P: 713-954-7000 F: 713-954-7380	TRADE DEBT		\$192,000.00	FAIRPOINT COMMUNICATIONS, INC.
28. NORTEL NETWORKS INC	ATTN: RICHARD ROYAL 3985 COLLECTION CENTER DR CHICAGO, IL 60693 P: 919-848-7987 RROYAL@NORTEL.COM	TRADE DEBT		\$176,666.00	FAIRPOINT COMMUNICATIONS, INC.
29. NYSEG	ATTN: CORPORATE OFFICER/AUTHORIZED AGENT 1387 DRYDEN ROAD ITHACA, NY 14850 P: 800-600-2275	TRADE DEBT		\$174,396.39	CHAUTAUQUA & ERIE COMMUNICATIONS INC.

NAME OF CREDITOR	COMPLETE MAILING ADDRESS OF CREDITOR INCLUDING ZIP CODE AND PHONE NUMBER, FAX AND E-MAIL (IF KNOWN)	TYPE OF CLAIM (TRADE DEBT, BANK LOAN, GOVERNMENT CONTRACT, ETC.)	NATURE OF CLAIM (CONTINGENT, UNLIQUIDATED, DISPUTED OR SUBJECT TO SET-OFF)	AMOUNT OF CLAIM (IF SECURED VALUE OF SECURITY)	ENTITIES LIABLE ON DEBT (IF KNOWN)
30. PROFESSIONAL TELECONCEPTS INC	ATTN: TIM RYAN, NORTHEAST REGIONAL MANAGER 5132 STATE HWY 12 NORWICH, NY 13815 P: 607-316-3004 F: 888-329-7845 TIM.RYAN@PRO-TEL.COM	TRADE DEBT		\$167,261.83	FAIRPOINT LOGISTICS
31. FISC SOLUTIONS	ATTN: CAROL SABASTEANSKI 168 LISBON ST LEWISTON, ME 04243 P: 888-433-4924 F: 207-777-6026 CSABASTEANSKI@FISCSOLUTIONS.COM	TRADE DEBT		\$152,242.32	FAIRPOINT COMMUNICATIONS, INC.
32. METLIFE	ATTN: CORPORATE OFFICER/AUTHORIZED AGENT 1 TOWER SQUARE HARTFORD, CT 06183-6074 P: 800-638-5433	TRADE DEBT		\$148,333.15	FAIRPOINT COMMUNICATIONS, INC.
33. MEDCO HEALTH SOLUTIONS	ATTN: CORPORATE OFFICER/AUTHORIZED AGENT 100 PARSONS POND DR FRANKLIN LAKES, NJ 07417 P: 800-251-7690	TRADE DEBT		\$147,206.90	FAIRPOINT COMMUNICATIONS, INC.
34. FUJITSU NETWORK COMMUNICATIONS	ATTN: DAVID ZEBUHR 2801 TELECOM PKWY RICHARDSON, TX 75082-3599 P: 603-429-2674 F: 972-479-6900 DAVID.ZEBUHR@US.FUJITSU.COM	TRADE DEBT		\$142,473.80	FAIRPOINT COMMUNICATIONS, INC.
35. ANTHEM BLUE CROSS BLUE SHIELD	ATTN: CORPORATE OFFICER/AUTHORIZED AGENT 3000 GOFFS FALLS RD MANCHESTER, NH 03111 P: 603-695-7000	TRADE DEBT		\$136,430.86	FAIRPOINT COMMUNICATIONS, INC.
36. RON COMEAU & SONS INC	ATTN: RON COMEAU 584 MAIN ST BOX 8 LEWISTON, ME 04240 P: 207-782-8423	TRADE DEBT		\$131,131.00	NORTHERN NEW ENGLAND TELEPHONE OPERATIONS LLC D/B/A FAIRPOINT COMMUNICATIONS-NNE
37. DIVERSIFIED INVESTMENT ADVISOR	ATTN: LEGAL OFFICER/BANKRUPTCY DEPARTMENT 4 MANHATTANVILLE RD PURCHASE, NY 10577 P: 877-348-3365	TRADE DEBT		\$124,014.02	FAIRPOINT COMMUNICATIONS, INC.
38. RADIALPOINT	ATTN: LEGAL OFFICER/BANKRUPTCY DEPARTMENT 2050 BLEURY MONTREAL QC H3A2J5 P: 1-866-286-2636 F: 514-286-0558	TRADE DEBT		\$119,190.00	FAIRPOINT COMMUNICATIONS, INC.

NAME OF CREDITOR	COMPLETE MAILING ADDRESS OF CREDITOR INCLUDING ZIP CODE AND PHONE NUMBER, FAX AND E-MAIL (IF KNOWN)	TYPE OF CLAIM (TRADE DEBT, BANK LOAN, GOVERNMENT CONTRACT, ETC.)	NATURE OF CLAIM (CONTINGENT, UNLIQUIDATED, DISPUTED OR SUBJECT TO SET-OFF)	AMOUNT OF CLAIM (IF SECURED VALUE OF SECURITY)	ENTITIES LIABLE ON DEBT (IF KNOWN)
39. ZACHAU CONSTRUCTION INC	ATTN: JEFF ZACHAU 1185 U.S. ROUTE 1 P.O. BOX J FREEPORT, ME 04032 P: 207-865-9925 F: 207-865-9926 JEFF@ZACHAUCONSTRUCTION.COM	TRADE DEBT		\$117,027.90	NORTHERN NEW ENGLAND TELEPHONE OPERATIONS LLC D/B/A FAIRPOINT COMMUNICATIONS
40. ISPN	ATTN: CORPORATE OFFICER/AUTHORIZED AGENT 14303 W 95TH ST LENEXA, KS 66215 P: 913-859-9500 F: 913-859-9805	TRADE DEBT		\$110,423.50	FAIRPOINT COMMUNICATIONS, INC.
41. AMERICAN CABLE ASSEMBLIES INC	ATTN: CHARLES MCCARTHY 21 WILBRAHAM ST PALMER, MA 01069 P:413-283-2515 F: 413-283-2517 CMCARTHY@AMERICANACABLEASSEMBLIES.COM	TRADE DEBT		\$104,071.31	FAIRPOINT COMMUNICATIONS, INC.
42. NOKIA SIEMENS NETWORKS USA LLC	ATTN: CORPORATE OFFICER/AUTHORIZED AGENT 396 RINEHART ROAD LAKE MARY, FL 32746 P: 407-942-5000	TRADE DEBT		\$104,048.75	GTC, INC., FAIRPOINT VERMONT, INC., NORTHLAND TELEPHONE COMPANY OF ME, INC., STANDISH TELEPHONE COMPANY, FAIRPOINT COMMUNICATIONS MISSOURI, INC. EXP OF MISSOURI, INC. (FAIRPOINT COMMUNICATIONS AND IT PRESENT AND FUTURE SUBSIDIARIES
43. UNITED HEALTHCARE INSURANCE CO	ATTN: LEGAL OFFICER/BANKRUPTCY DEPARTMENT 450 COLUMBUS BLVD HARTFORD, CT 06103 P: 860-702-5000	TRADE DEBT		\$102,409.25	FAIRPOINT COMMUNICATIONS, INC.
44. BUTLER AMERICA LLC	ATTN: CORPORATE OFFICER/AUTHORIZED AGENT 3820 STATE ST CHARLOTTE, NC 28265 P: 203-926-2700	TRADE DEBT		\$102,220.80	FAIRPOINT COMMUNICATIONS, INC.
45. GENESYS TELECOMMUNICATIONS LABORATORIES INC	ATTN: JOHN HAMILTON 2001 JUNIPERO SERRA BLVD DALY CITY, CA 94014 P: 770-962-8267 F: 419-821-2451 JHAMILTO@GENESYSLAB.COM	TRADE DEBT		\$100,035.44	FAIRPOINT COMMUNICATIONS, INC.
46. UNISYS CORP	ATTN: RICK FANCIULLACCI UNISYS WAY BLUE BELL, PA 19424 P: 215-986-3423 F: 585-321-6434	TRADE DEBT		\$95,091.80	FAIRPOINT COMMUNICATIONS, INC.

NAME OF CREDITOR	COMPLETE MAILING ADDRESS OF CREDITOR INCLUDING ZIP CODE AND PHONE NUMBER, FAX AND E-MAIL (IF KNOWN)	TYPE OF CLAIM (TRADE DEBT, BANK LOAN, GOVERNMENT CONTRACT, ETC.)	NATURE OF CLAIM (CONTINGENT, UNLIQUIDATED, DISPUTED OR SUBJECT TO SET-OFF)	AMOUNT OF CLAIM (IF SECURED VALUE OF SECURITY)	ENTITIES LIABLE ON DEBT (IF KNOWN)
47. NEONOVA NETWORK SERVICES INC	ATTN: SHAUN MURPHY-V.P. MARKETING 1000 PERIMETER PARK DRIVE, SUITE K MORRISVILLE, NC 27560 P: 919-460-3330 F: 919-460-0426 SMURPHY@NEONOVA.NET	TRADE DEBT		\$93,709.17	FAIRPOINT COMMUNICATIONS, INC.
48. PAIR GAIN COMMUNICATIONS INC	ATTN: CORPORATE OFFICER/AUTHORIZED AGENT 6260 S BAY RD CICERO, NY 13039 P: 315-698-4411 F: 315-698-4488	TRADE DEBT		\$87,951.60	FAIRPOINT COMMUNICATIONS, INC.
49. MARTIN DAWES ANALYTICS	ATTN: ROBERT M. WILLIS, CPA 321 SUMMER STREET, 5TH FLOOR BOSTON, MA 02210 P: 617-345 5422 X-234 F: 617-345-5475 BWILLIS@MDA-DATA.COM	TRADE DEBT		\$85,719.24	FAIRPOINT COMMUNICATIONS, INC.
50. JOHN STAURULAKIS, INCORPORATED	ATTN: MANNY STAURULAKIS, PRESIDENT 7852 WALKER DR. SUITE 200 GREENBELT, MD 20770 P: 301-459-7590 MSTAURULAKIS@JSITEL.COM	TRADE DEBT		\$81,327.95	TELEPHONE OPERATING ENTITIES
<b>TOTAL</b>				<b>\$619,719,028.63</b>	

**DECLARATION UNDER PENALTY OF PERJURY**

I, the undersigned authorized officer of FairPoint, declare under penalty of perjury that I have read the foregoing consolidated list of creditors holding the fifty (50) largest unsecured claims against FairPoint and that it is true and correct to the best of my information and belief.

Dated: October 26, 2009

/s/ Alfred C. Giammarino

By: Alfred C. Giammarino

Title: Chief Financial Officer

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re: :  
:   
NORTHERN NEW ENGLAND :  
TELEPHONE OPERATIONS LLC, :  
Debtor. : Chapter 11  
:   
: Case No. 09-\_\_\_\_ (\_\_\_\_)  
-----X

**LIST OF CREDITORS<sup>1</sup>**

Contemporaneously herewith, the Debtor and its affiliated debtors (the "Debtors") have filed a motion requesting a waiver of the requirement for filing a list of creditors pursuant to sections 105(a), 342(a), and 521(a)(1) of title 11 of the United States Code, Rules 1007(a)(1) and 2002(a), (f), and (l) of the Federal Rules of Bankruptcy Procedure, and Rule 1007-1 of the Local Bankruptcy Rules for the Southern District of New York, and General Orders M-133, M-137, M-138 and M-192 of the United States Bankruptcy Court for the Southern District of New York. The Debtors propose to furnish their list of creditors to the proposed claims and noticing agent. The Debtors have consulted with and received the approval of the Clerk of this Court to implement the foregoing procedures.

The list of creditors will contain only those creditors whose names and addresses were maintained in the Debtors' consolidated database or were otherwise ascertainable by the Debtors prior to the commencement of these cases. The schedules of liabilities to be subsequently filed should be consulted for a list of the Debtors' creditors that is comprehensive and current as of the date of the commencement of these cases.

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<sup>1</sup>

The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtor.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re: :  
:   
NORTHERN NEW ENGLAND :  
TELEPHONE OPERATIONS LLC, :  
Debtor. : Chapter 11  
:   
: Case No. 09-\_\_\_\_ (\_\_\_\_)  
-----X

**LIST OF EQUITY SECURITY HOLDERS PURSUANT TO  
RULE 1007(a)(3) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Name and Last Known Address of Equity Interest Holder	Kind of Interest	Number of Interests Held
FairPoint Communications, Inc.	Stock	100%

**DECLARATION UNDER PENALTY OF PERJURY**

I, the undersigned authorized officer of Northern New England Telephone Operations LLC, named as the debtor in this case, declare under penalty of perjury that I have reviewed the "List of Equity Security Holders" and that it is true and correct to the best of my knowledge, information and belief, with reliance on appropriate corporate officers.

Dated: October 26, 2009

By: /s/ Alfred C. Giamarino  
Name: Alfred C. Giamarino  
Title: Chief Financial Officer